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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 11292  
(HOOVER PRECISION PRODUCTS, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Hoover Precision Products, Inc. ("Hoover"), and SPCP Group, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD ("SPCP," and together with Hoover, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11292 (Hoover Precision Products, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 10, 2005, Hoover submitted a demand to the Debtors asserting a reclamation claim in the amount of \$518,243.51 (the "Reclamation Demand").

WHEREAS, on July 7, 2006, the Debtors and Hoover entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and Hoover acknowledge and agree that the valid amount of the Reclamation Demand is \$301,625.75, subject to the Debtors' right to seek, at any time and notwithstanding Hoover's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain reserved defenses to the Reclamation Claim are valid.

WHEREAS, Hoover filed proof of claim number 11292 against Delphi on July 27, 2006, which asserts an unsecured non-priority claim in the amount of \$1,298,844.76 (the "Claim") stemming from the delivery of goods prior to the Petition Date.

WHEREAS, the Debtors objected to the Claim pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection"), which was filed on June 15, 2007.

WHEREAS, on June 22, 2007, Hoover filed its Response Of Hoover Precision Products, Inc. To Debtors Seventeenth Omnibus Claims Objection (Docket No. 8388) (the "Response").

WHEREAS, on September 18, 2007, Hoover assigned its interest in the Claim to SPCP pursuant to a Notice Of Transfer Of Claim Other Than For Security (Docket No. 9400).

WHEREAS, on October 19, 2007, to resolve the Seventeenth Omnibus Claims Objection with respect to the Claim, DAS LLC and the Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,278,381.52.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June

26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,278,381.52 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. Hoover shall withdraw its Response to the Seventeenth Omnibus Claims Objection with prejudice.

3. The Claimants agree that they shall and do hereby withdraw the Reclamation Demand with prejudice

So Ordered in New York, New York, this 5th day of November, 2007

\_\_\_\_\_/s/Robert D. Drain\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:  
/s/ John K. Lyons

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